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Vobile Group Limited

阜博集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3738)

**(1) GRANT OF SHARE OPTIONS;
(2) EXEMPTED CONNECTED TRANSACTION —
GRANT OF SHARE AWARDS TO CONNECTED PERSONS**

(1) GRANT OF SHARE OPTIONS

This announcement is made pursuant to Rule 17.06A of the Listing Rules. The Board announces that 7,320,000 Options were granted to 18 employees on 8 July 2022 under the Share Option Scheme, subject to the acceptance of the Grantees:

The followings are the details of the Options granted:

Date of Grant:	8 July 2022
Number of Options granted:	7,320,000
Exercise price of Options:	HK\$5.00 per Share
Closing price of the Share on the date of grant:	HK\$4.52 per Share
Average closing price of the Share for the five business days immediately preceding the Date of Grant:	HK\$4.56 per Share

Vesting period:

The Options shall vest as follows:

- 20% shall vest on the first anniversary of the Vesting Commencement Date; and
- 80% shall vest in 48 equal monthly installments following the first anniversary, subject to his continued service relationship with the Company on such vesting dates.

Validity period of Options:

Ten (10) years, from 8 July 2022 to 7 July 2032 (both days inclusive)

The Options are subject to the terms and conditions of the Share Option Scheme and share option agreements covering the grants. None of the grantees is a director, chief executive or substantial shareholder of the Company or an associate (as defined under the Listing Rules) of any of them.

The grant of the Options enables the Company to attract, retain, incentivise, reward and remunerate the Grantees, and encourage them to work towards enhancing the value of the Company and the Shares for the benefit of the Company and Shareholders as a whole.

(2) EXEMPTED CONNECTED TRANSACTIONS — GRANT OF SHARE AWARDS TO CONNECTED PERSONS

On 8 July 2022, the Company granted Awards to seven Directors under the Share Award Plan for a total of 574,396 Shares, as part of their remuneration packages, and subject to acceptance by the awardees. Each of the following Awards was granted, among other terms, for nil consideration, and shall be satisfied by on-market purchases of Shares by the Trustee:

Name of Grantee	Position	Number of Shares involved
Mr. MATSUZAWA Masaaki	Executive Director	178,571
Mr. J David WARGO	Non-executive Director	79,165
Mr. WONG Wai Kwan	Non-executive Director	79,165
Mr. Alfred Tsai CHU	Independent non-executive Director	79,165
Mr. Charles Eric EESLEY	Independent non-executive Director	79,165
Mr. KWAN Ngai Kit	Independent non-executive Director	79,165
Mr. CHAN King Man Kevin	Former independent non-executive Director	79,165

The closing price of the Shares on the date of grant was HK\$4.52 per Share and the average closing price of the Share for the five business days immediately preceding the Date of Grant was HK\$4.56 per Share.

Implication under the listing rules

The Share Award Plan does not constitute a share option scheme pursuant to Chapter 17 of the Listing Rules and is a discretionary scheme of the Company. The grant of the Awards has been approved by the independent non-executive Directors, except that the relevant Directors to whom the grant was related had abstained from approving the grant to himself.

As all seven Awardees are Directors or the former Director and hence connected persons of the Company, each grant of the Awards constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules. As all the relevant percentage ratios are less than 0.1%, and the Awards are on normal commercial terms, each grant of the Awards is fully exempt from the reporting, announcement and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise:

“Award(s)”	a provisional award of Shares by the Board to Awardee(s) pursuant to the Share Award Plan, and “Awards” shall be construed accordingly
“Award Holder(s)”	the employee(s), director(s), officer(s), consultant(s) or advisor(s) of any member of the Group who is granted Award(s) in accordance with the Share Award Plan
“Board”	the board of Directors of the Company
“Company”	Vobile Group Limited (阜博集團有限公司), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Grantee(s)”	the employee(s), consultant(s) and director(s) of the Group who are granted Options in accordance with the Share Option Scheme
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People's Republic of China
“Listing Rules”	The Rules Governing the Listing of Securities on the Sock Exchange
“Option(s)”	share options(s) to subscribe for Shares(s) to be granted under the Share Option Scheme

“Share(s)”	existing ordinary share(s) in the capital of the Company with a nominal value of US\$0.000025 each
“Shareholders”	holders of Shares
“Share Award Plan”	The share award plan of the Company adopted on 6 May 2019, and where appropriate, includes all amendments thereto
“Share Option Scheme”	The share option scheme of the Company adopted on 8 December 2017
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Vesting Commencement Date”	the vesting commencement date as specified in the share option agreement entered between the Company and the Grantees

By order of the Board
Vobile Group Limited
Yangbin Bernard Wang
Chairman

Hong Kong, 8 July 2022

As at the date of this announcement, the board of directors of the Company comprises Mr. Yangbin Bernard WANG and Mr. MATSUZAWA Masaaki as executive directors; Mr. CHAN Ching Yan, Daniel, Mr. J David WARGO and Mr. WONG Wai Kwan as non-executive directors; and Mr. Alfred Tsai CHU, Mr. Charles Eric EESLEY and Mr. KWAN Ngai Kit as independent non-executive directors.